

**Lance J.M. Steinhart**  
Attorney At Law  
6455 East Johns Crossing  
Suite 285  
Duluth, Georgia 30097

REC'D TN  
REGULATORY AUTH.

00 AUG 22 PM 3 05

Also Admitted in New York  
and Maryland

August 18, 2000

OFFICE OF THE  
SECRETARY  
(770) 232-9200  
Facsimile: (770) 232-9208

**VIA OVERNIGHT MAIL**

Mr. David Waddell  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 32743-0505

Re: Maxcess, Inc.

00-00 744

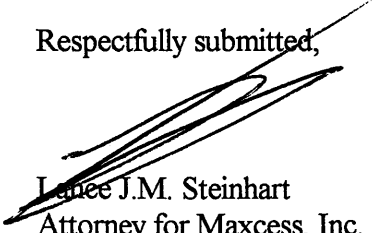
Dear Mr. Waddell:

Enclosed please find for filing an original and thirteen (13) copies of Maxcess, Inc.'s Application for a Certificate of Public Convenience and Necessity to Provide Competing Local Exchange and Interexchange Telecommunications Services in Tennessee. I have also enclosed a check in the amount of \$25.00 payable to the "Tennessee Regulatory Authority" for the filing fee.

**APPLICANT HAS ALSO ENCLOSED ONE COPY OF ITS FINANCIAL INFORMATION IN A SEPARATE ENVELOPE AND HEREBY RESPECTFULLY REQUESTS CONFIDENTIAL TREATMENT OF THE ENCLOSED FINANCIAL INFORMATION THAT CONTAINS CONFIDENTIAL AND PROPRIETARY INFORMATION. APPLICANT EXPECTS THAT THIS INFORMATION WILL BE RESTRICTED TO COUNSEL, AGENTS AND EMPLOYEES WHO ARE SPECIFICALLY ASSIGNED TO THIS APPLICATION BY THE COMMISSION.**

I have also enclosed an extra copy of this letter to be date stamped and returned to me in the enclosed, self addressed, postage prepaid envelope. If you have any questions or if I may provide you with any additional information, please do not hesitate to contact me. Thank you.

Respectfully submitted,

  
Lance J.M. Steinhart  
Attorney for Maxcess, Inc.

Enclosures

cc: Doris Franklin

BEFORE THE TENNESSEE REGULATORY AUTHORITY

REC'D TO  
REGULATORY AUTH.  
00 AUG 22 PM 3 06  
OFFICE OF THE  
EXECUTIVE SECRETARY

IN THE MATTER OF THE APPLICATION  
OF MAXCESS, INC. FOR A CERTIFICATE  
TO PROVIDE COMPETING LOCAL AND  
INTEREXCHANGE TELECOMMUNICATION  
SERVICES.

APPLICATION FOR CERTIFICATE TO PROVIDE COMPETING  
LOCAL AND INTEREXCHANGE TELECOMMUNICATIONS SERVICES

Pursuant to applicable Tennessee Statutes and the Rules and Regulations of the Tennessee Regulatory Authority and Section 253 of the Federal Telecommunications Act of 1996 ("Act"), Maxcess, Inc. ("Maxcess" or the "Company") respectfully requests that the Tennessee Regulatory Authority ("TRA") grant to the Company authority to provide competing local and interexchange telecommunications services, including exchange access telecommunications services, within the State of Tennessee. The Company is willing and able to comply with all applicable rules and regulations in Tennessee pertaining to the provision of competing local telecommunications services. TCA 65-4-201

In support of its Application, the Company submits the following:

1. The full name and address of the Applicant is:

Maxcess, Inc.  
100 West Lucerne Circle, Suite 500  
Orlando, Florida 32801

Questions regarding this application should be directed to:

Lance J.M. Steinhart, Regulatory Counsel  
6455 East Johns Crossing, Suite 285  
Duluth, GA 30097  
(770) 232-9200/Phone  
(770) 232-9208/Fax

Contact name and address at the Company is:

Doris Franklin, Regulatory Manager  
Maxcess, Inc.  
315 S. Calhoun Street, Suite 314  
Tallahassee, Florida 32301  
Telephone: (850) 513-1018  
Facsimile: (850) 513-1022

2. Organizational Chart of Corporate Structure: Include any pertinent acquisition or merger information.

See Exhibit A

3. Corporate information:

Maxcess, Inc. was incorporated in the state of Florida on June 8, 1998. A copy of the Company's Articles of Incorporation are provided in Exhibit B. A copy of the Company's Authority to transact business in the State of Tennessee is provided in Exhibit C. The names and addresses of the principal corporate officers are in Exhibit D. There are no officers in Tennessee. The biographies of the principal officers and any other key technical staff are in Exhibit E.

4. The Company possesses the managerial, technical, and financial ability to provide local telecommunications service in the State of Tennessee as demonstrated below:

A. Financial Qualifications:

In support of its financial qualifications, Maxcess, Inc. submits its unaudited Financial Statements for the year ended December 31, 2000, and the three (3) months ended March 30, 2000, including Balance Sheets, Statement of Operations, Statements of Changes, and Statements of Cash Flows in Exhibit F, which is being filed in a separate sealed envelope marked "Confidential".

The Company is still in start up phase; however, Maxcess has over \$500,000 in cash and cash equivalents as of March 30, 2000, and has a number of financing vehicles in place to ensure adequate liquidity in meeting its anticipated funding needs.

The Company's initial local exchange and interexchange operations are about to commence. Exhibit F summarizes the recent financial performance of the Company. Also included are pro forma financial statements for the first five years

of operation. Thus, the Company asserts that it has the financial resources necessary to operate as a competitive local service provider in Tennessee.

Exhibit G is a capital expenditures budget for 2001, 2002, and 2003 indicating type of equipment to be purchased, cost, and sources for funding of projected capital expenditures, which is being filed in a separate sealed envelope marked "Confidential".

Neither the Company's financials nor its projected financials reflect any revenues or expenses associated with reciprocal compensation.

Corporate Surety Bond will be provided as Exhibit H.

**B. Managerial Ability:**

As shown in Exhibit E to this Application, the Company has the managerial expertise to successfully operate a telecommunications enterprise in Tennessee. As described in the attached biographical information, the Company's management team has extensive management and business experience in telecommunications.

**C. Technical Qualifications:**

The Company services will satisfy the minimum standards established by the TRA. The Company will file and maintain tariffs in the manner prescribed by the TRA and will meet minimum basic local standards, including quality of service and billing standards required of all LECs regulated by the TRA. Applicant will not require customers to purchase CPE, which cannot be used with the Incumbent Local Exchange Carrier's systems. As noted in the biographies, Exhibit E, of the principal officers, the management team has extensive engineering and technical expertise. Our director of engineering has twenty years of telecommunications experience with MCI and Qwest Comm. We have made a commitment to hire and retain the best technical expertise available. We have contracted Lucent to provide our equipment and installation support. Thus, the Company is certainly technically qualified to provide local exchange service in Tennessee.

5. Proposed Service Area:

Applicant is currently authorized to provide local exchange and interexchange services in Alabama, California, Colorado, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Maryland, Massachusetts, Michigan, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New York, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin, Wyoming and the District of Columbia. Applicant is authorized to provide interexchange services in North Carolina and New Jersey. Applicant is in the process of applying for authorization to provide competitive local exchange and interexchange services in the 48 contiguous states and the District of Columbia. Applicant has not been denied authority for any of the services for which it seeks authority in this Application.

The applicant proposes to offer its services throughout the State of Tennessee with switches located in Nashville, Knoxville, Memphis, and Chattanooga. These areas are currently being served by BellSouth and Sprint/United, which are designated open to competition. The Company intends to offer this broad range of telecommunications services through the use of its own facilities, resold facilities, and through a combination of these provisioning methods. The Company anticipates collocating DSLAMS and other related electronic equipment in the central offices of the ILECS.

6. Types of Local and Interexchange Exchange Service to be provided:

The Company expects to offer a broad variety of local exchange and interexchange services, primarily to business customers in Tennessee. The Company's initial line of local services will be comparable to that currently offered by the incumbent LECS. Initially, the Company plans to offer basic access line service, PBX and DID Services, Optional Calling Features, Directory Assistance, Directory Services, and Operator

Services, as well as all services required under Chapter 1220-4-8-.04 (3) (6) and (2). The company also intends to provide interexchange services, including the following:

(switched and dedicated services):

- A. 1+ and 101XXXX outbound dialing;
- B. 800/888 toll-free inbound dialing;
- C. Calling cards; and
- D. Data Services.

7. Repair and Maintenance:

The Company understands the importance of effective customer service for local service customers. The Company has made arrangements for its customers to call the company at its toll-free customer service number (877) 553-7700. In addition, customers may contact the company in writing at the headquarters address, as well as via email at [mriviera@maxcess.net](mailto:mriviera@maxcess.net). The toll free number will be printed on the customer's monthly billing statements. The Tennessee contact person knowledgeable about providers operations is Doris Franklin, Regulatory Manager (reference (1.) above.

Grant of the Application will further the goals of the Tennessee Legislature and further the public interest by expanding the availability of competitive telecommunications services in the State of Tennessee. In addition, intrastate offering of these services is in the public interest because the services will provide Tennessee customers increased efficiencies and cost savings. Authorizing the Company to provide local exchange telecommunications services will enhance materially the telecommunications infrastructure in the State of Tennessee and will facilitate economic development.

In particular, the public will benefit both directly, through the use of the competitive services to be offered by the Company and indirectly, because the Company's presence in Tennessee will increase the incentives for other telecommunications providers to operate more efficiently, offer more innovative services, reduce their prices, and improve their quality of service. Grant of this Application will further enhance the service options available to Tennessee citizens for the reasons set forth above.

8. Small and Minority-Owned Telecommunications Business Participation Plan: (65-5-212): Exhibit I


9. Toll Dialing Parity Plan: Exhibit J

10. Applicant has served notice of this application to the eighteen (18) incumbent local exchange telephone companies in Tennessee with a statement regarding the companies intention of operating geographically. See Exhibit K for the list.
11. Numbering Issues : Statement provided in Exhibit L
12. Tennessee Specific Operational Issues: Statements provided in Exhibit M
13. Miscellaneous:
  - A. Sworn Pre-filed Testimony: Exhibit N
  - B. Applicant does not require customer deposits.
  - C. As of now, the Company has not been subject to complaints in any of the states in which we are doing business.
  - D. A copy of the tariff of Maxcess, Inc. is enclosed.

CONCLUSION:

The Company respectfully requests that the TRA enter an order granting it a certificate of convenience and necessity to operate as a competing telecommunications service provider and authority to provide a full range of local exchange and interexchange services on a facilities-based and resale basis throughout the State of Tennessee in the service areas of Bell South, GTE and Sprint and any other ILEC that does not enjoy a rural exemption under Section 251(f) of the Telecommunications Act of 1996. For the reasons stated above, the Company's provision of these services would promote the public interest by providing high-quality service at competitive prices and by creating greater economic incentives for the development and improvement for all competing providers.

Respectfully submitted this 18 day of Aug, 2000

  
\_\_\_\_\_  
Lance J.M. Steinhart  
Counsel for Maxcess, Inc.

## LIST OF EXHIBITS

- EXHIBIT A ORGANIZATIONAL CHART
- EXHIBIT B ARTICLES OF INCORPORATION
- EXHIBIT C TENNESSEE CERTIFICATE OF AUTHORITY
- EXHIBIT D OFFICERS
- EXHIBIT E BIOGRAPHICAL INFORMATION
- EXHIBIT F FINANCIAL INFORMATION
- EXHIBIT G CAPITAL EXPENDITURES BUDGET (3 YEAR)
- EXHIBIT H SURETY BOND
- EXHIBIT I SMALL AND MINORITY-OWNED TELECOMMUNICATIONS  
BUSINESS PARTICIPATION PLAN
- EXHIBIT J TOLL DIALING PARITY PLAN
- EXHIBIT K INCUMBENT LOCAL EXCHANGE CARRIERS
- EXHIBIT L NUMBERING ISSUES STATEMENT
- EXHIBIT M TENNESSEE SPECIFIC OPERATING ISSUES
- EXHIBIT N SWORN PRE-FILED TESTIMONY



## EXHIBIT A ORGANIZATIONAL CHART

The Company is a stand along entity, therefore, no organizational chart is included.

EXHIBIT B ARTICLES OF INCORPORATION

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of MAXCESS, INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is P99000048609.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Sixth day of August, 1999



CR2EO22 (1-99)

*Katherine Harris*

Katherine Harris  
Secretary of State

MAY-27-99 03:02 PM MIAMI OFFICE

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ARTICLES OF INCORPORATION  
OF  
MAXCESS, INC.

EFFECTIVE DATE

6-8-1998

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

## ARTICLE I

The name of the corporation ("Corporation") is Maxcess, Inc.

## ARTICLE II

The street address of the principal office of the Corporation is 14119 West Newberry Road, Newberry, Florida 32669.

## ARTICLE III

The maximum number of common shares this Corporation is authorized to issue is 200. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

## ARTICLE IV

The initial street address of the Corporation's registered office is 14119 West Newberry Road, Newberry, Florida 32669. The initial registered agent for the Corporation at that address is James Carl Marchant, Jr.

## ARTICLE V

The initial board of directors shall consist of 1 member. The name and address of the person who will serve on the initial board of directors is:

Name	Address
James C. Marchant, Jr.	14119 West Newberry Road, Newberry, Florida 32669

## ARTICLE VI

The names and street addresses of the persons signing these articles of incorporation are:

Name	Address
James C. Marchant, Jr.	14119 West Newberry Road, Newberry, Florida 32669

Brenda Lee Hamilton FL Bar Member 004618

Law Office of Brenda Lee Hamilton, P.A.  
355 South Federal Highway, Suite 400  
Boca Raton FL 33432  
561-416-8956

H99000012858

RECEIVED  
MAY 27 1999  
ALLAHAMMAD FLORIDA

99 MAY 27 AM 9:04

FILED

MAY-27-99 03:03 PM MIAMI OFFICE

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## ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 26th day of May, 1999.

*James C. Marchant Jr.*  
Name: James C. Marchant, Jr.

## ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Maxcess, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

*James C. Marchant Jr.*  
Name: James C. Marchant, Jr.

Date: May 26, 1999

FILED  
99 MAY 27 AM 9:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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MAY-27-99 03:02 PM MIAMI OFFICE

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## CERTIFICATE OF DOMESTICATION

The undersigned, James C. Marchant, Jr., President of Maxcess, Inc., a foreign corporation, in accordance with Florida Statutes, section 607.1801, does hereby certify:

1. The date on which corporation was first formed was June 8<sup>th</sup>, 1998.
2. The jurisdiction where the above named corporation was first incorporated was the State of Delaware.
3. The name of the corporation immediately prior to the filing of the Certificate of Domestication was Maxcess, Inc.
4. The name of the corporation, as set forth in its Articles of Incorporation, to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is Maxcess, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was the State of Florida.

I am James C. Marchant, Jr., of Maxcess, Inc., and am authorized to sign this Certificate of Domestication on behalf of the Corporation and have done so this 26<sup>th</sup> day of May, 1999.

*James C. Marchant, Jr.*  
James C. Marchant, Jr., President of Maxcess, Inc.

FILED  
99 MAY 27 AM 9:04  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Brenda Lee Hamilton FL Bar Member 004618

Law Office of Brenda Lee Hamilton, P.A.  
555 South Federal Highway, Suite 400  
Boca Raton FL 33432  
561-416-8956

H99000012858

MAY-28-99 09:57 AM

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
MAXCESS, INC.

Article III of the articles of incorporation of Maxcess, Inc. was amended by the corporation's board of directors on May 26<sup>th</sup>, 1999. The corporation is filing these articles of amendment to articles of incorporation pursuant to F.S. 607.0602.

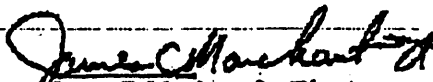
1. The name of the corporation is Maxcess, Inc.
2. Article III of the articles of incorporation of Maxcess, Inc. was amended as follows:

" The maximum number of common shares this Corporation is authorized to issue is 100,000,000. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

The maximum number of preferred shares this Corporation is authorized to issue is 20,000,000. The board of directors is authorized to provide for the issuance of such Preferred Stock in classes or series and the preferences, limitations, and relative rights of each class or series."

3. The foregoing amendment to articles of incorporation was duly adopted by the board of directors on May 26<sup>th</sup>, 1999.

In witness whereof, the undersigned Director of this corporation has executed these articles of amendment on May 26<sup>th</sup>, 1999.

  
James C. Merchant, Jr., Director

99 MAY 28 PM 12:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Brenda Lee Hamilton FL Bar Member 004618  
Law Office of Brenda Lee Hamilton, P.A.  
555 South Federal Highway, Suite 400  
Boca Raton FL 33432  
561-416-8956

H99000012935

EXHIBIT C TENNESSEE CERTIFICATE OF AUTHORITY



# Secretary of State

## Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 02/24/00

REQUEST NUMBER: 3835-2240

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 02/24/00 1109

EFFECTIVE DATE/TIME: 02/24/00 1109

CONTROL NUMBER: 0385106

TO:

LANCE J M STEINHART ATTORNEY

6455 E JOHNS CROSSIN

SUITE 285

DULUTH, GA 30097

RE:

MAXCESS, INC.

APPLICATION FOR CERTIFICATE OF AUTHORITY -  
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF  
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE  
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE  
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN  
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE  
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE  
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS  
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED  
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION  
OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR  
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -  
FOR PROFIT

ON DATE: 02/24/00

FROM:  
MAXCESS INC  
100 SLUCERNE CIR W  
SUITE 500  
ORLANDO, FL 32801-3763

RECEIVED: FEES \$600.00 \$0.00

TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00002627155  
ACCOUNT NUMBER: 00331804



*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

## APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

FILED

Maxcess, Inc.

RECEIVED

STATE OF TENNESSEE

To the Secretary of State of the State of Tennessee:

FEB 23 11:09

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

SECRETARY OF STATE

1. The name of the corporation is Maxcess, Inc.

If different, the name under which the certificate of authority is to be obtained is \_\_\_\_\_

[NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. If obtaining a certificate of authority under an assumed corporate name, an application must be filed pursuant to Section 48-14-101(d) with an additional \$20.00 fee.]

2. The state or country under whose law it is incorporated is Florida3. The date of its incorporation is 6/8/98 (must be month, day, and year), and the period of duration, if other than perpetual, is Perpetual

4. The complete street address (including zip code) of its principal office is

100 West Lucerne Plaza, Suite 500, Orlando, FL 32801

Street	City	State/Country	Zip Code
--------	------	---------------	----------

5. The complete street address (including the county and the zip code) of its registered office in Tennessee and the name of its registered agent is

1912 Hayes Street, Nashville, TN 37203

Street	City	County	Zip Code
--------	------	--------	----------

National Corporate Research, Ltd.Registered Agent

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)

James C. Marchant, Jr. 100 West Lucerne Plaza, Suite 500, Orlando, FL 32801Daniel H. Webb 100 West Lucerne Plaza, Suite 500, Orlando, FL 32801Thomas E. Watt 100 West Lucerne Plaza, Suite 500, Orlando, FL 32801

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)

James C. Marchant, Jr. 100 West Lucerne Plaza, Suite 500, Orlando, FL 32801

8. If the corporation commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) \_\_\_\_\_

9. The corporation is a corporation for profit.

10. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is

\_\_\_\_\_, 19\_\_\_\_, (date), \_\_\_\_\_ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.]

Signature Date

Signer's Capacity

Maxcess, Inc.

Name of Corporation

Signature

Name (typed or printed)



SS-4431 (Rev. 8/97)

RDA 1678

# State of Florida



Department of State

RECEIVED  
STATE OF TENNESSEE  
FEB 23 AM 11:09  
J. LARVELL  
SECRETARY OF STATE

I certify from the records of this office that MAXCESS, INC., is a corporation organized under the laws of the State of Florida, filed on May 27, 1999, effective June 8, 1998.

The document number of this corporation is P99000048609.

I further certify that said corporation has paid all fees due this office through December 31, 1999, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Seventeenth day of February, 2000



CR2EO22 (1-99)

*Katherine Harris*

Katherine Harris  
Secretary of State

## EXHIBIT D OFFICERS

James C. Marchant, Jr.

Daniel H. Webb

Michael Hogan

President/CEO

Secretary & Chief Technology Officer

Chief Financial Officer

EXHIBIT E BIOGRAPHICAL INFORMATION

**JAMES C. MARCHANT, JR.**, serves as the Chief Executive Officer and President of the Company. Mr. Marchant has over 20 years experience in the data networking and telecommunications industry. He most recently spent the last four years founding and operating Mercury Communications, an Internet Service Provider ("ISP"), which was sold during its IPO filing in 1998. His experience includes engineering, technical development, support, network build-out, and co-location of all network systems. Mr. Marchant also directed all legal, regulatory, cost, and billing for Mercury Communications. Mr. Marchant created, owned, and operated Marchant Business Systems, Inc., which 15 years ago successfully built, supported, and marketed dedicated national voice and data networks for clients before the Internet even existed. Mr. Marchant has a thorough working knowledge of the software, computer, telecommunications, Internet, local and wide area networking industries and technologies. Mr. Marchant also serves in leadership roles as the founder and President of the Florida Internet Service Providers Association (FISPA) and a member of the Florida Chamber of Commerce Board of Governors. Through these organizations, Mr. Marchant has established himself as an outspoken leader in the Florida Business, telecommunications and Internet communities. Mr. Marchant was instrumental in setting a national precedent for Internet taxation issues in 1996. In addition, Mr. Marchant is working with legislative staff, local governments and various segments of the telecommunications industry to implement, in the 2001 legislative session, a unified telecommunications tax within the State of Florida. In May of 1999, Mr. Marchant was appointed by Florida Governor Jeb Bush to serve on the Information Service Technology Development Task Force (a high tech government/industry "think tank" that was established by the 1999 Florida Legislature with the help of the U.S. Internet Counsel. Mr. Marchant received his degree from Troy State University in 1978.

**DANIEL H. WEBB** serves as the Secretary and Chief Technical Officer of the Company. Mr. Webb has over 16 years of experience with data networks, LANs, WANs, computer programming, and telecommunications. His duties include oversight of design, engineering, and deployment of the Company's voice and data network, as well as implementation of the Company's operational support systems. Mr. Webb has established strong relationships on behalf of the Company with Lucent, Qwest and BellSouth that will be essential to the deployment of the Company's network. Mr. Webb will use his considerable experience with ILEC interconnect and collocation contract negotiations to expedite network deployment. Mr. Webb received a B.S. degree in Computer and Informational Sciences through the College of Business at the University of Florida

in 1986. Mr. Webb worked with the Company president, Mr. Marchant, in Marchant Business Systems, Inc., from 1986 to 1996, and for Mercury Communications USA, Inc., from 1986 to 1999, and then for the Company.

**MICHAEL L. HOGAN** serves as the Chief Financial Officer. Prior to joining Maxcess in April 2000, Mr. Hogan served as Director and Chief Financial Officer of Pelican Financial since January 1999. Mr. Hogan remains as a Director of Pelican Financial. Prior to joining Pelican Financial, Mr. Hogan served in 1998 as the Regional Financial Officer for Regions Financial Corp. and as a Senior Vice President and Chief Financial Officer at Regions Bank, N.A., Regions Financial Corp.'s national bank subsidiary. From 1996 to 1998, Mr. Hogan served as Vice President, Treasurer, and SEC Compliance Officer for Key Florida Bancorp, Inc. From 1989 to 1996, Mr. Hogan was a certified public accountant practicing with Purvis, Gray and Company, an independent public accounting firm headquartered in Florida. Mr. Hogan is a member of the American Institute of Certified Public Accountants and the Florida Institute of Certified Public Accountants. Mr. Hogan is new to the telecommunications industry.

**GLENN P. KERNWEIS** serves as Vice President of Business Development. Mr. Kernweis has over 15 years experience in Investment Banking and Corporate Finance. Mr. Kernweis has held the following positions in the Investment Banking community, Senior Vice President Lehman Brothers, Senior Vice President Bear Stearns, and Senior Vice President Prudential Securities. Mr. Kernweis has been devoted to the Investment Banking and Financing activities of over 100 small to medium sized public and private corporations in the High Technology and Telecommunications Industries. During that time, Mr. Kernweis has helped successfully finance, manage, problem solve, market, and deploy technologies for all those companies. During the last four years, he has worked exclusively with telecommunications companies by providing financing, management, regulatory, marketing, and deployment solutions for both start-up companies and going concerns. Mr. Kernweis brings over 15 years of experience with some of the most successful Investment Banking firms on Wall Street. He is now exclusively devoted to making the Company a success.

**MANUEL H. SIERRA** serves as the Company's National Director of Engineering & Operations. Mr. Sierra has been engineering and designing communication systems for the past 20 years. His experience includes 14 years with Qwest Communications

engineering their national network and as Senior Systems Engineer at MCI WorldCom. He has also held a senior engineering position with Satellite Business Systems for six years as an instructor/designer of their network systems. Mr. Sierra attended Colorado Technical College and Georgia State University Engineering and Business Administration Programs, respectively. In addition, he holds several Engineering Certificates from Nabors and the Community College of the Air Force.

**GEORGE W. PAULOUS** serves as the Company's Director of Internal Operations. Mr. Paulous brings over 30 years of experience in the Data and Telecommunications field. In his early days, Mr. Paulous worked on the telecommunications for the Apollo program and set up digital communications and 911 dispatch systems for the Los Angeles County Sheriff's Dispatch system. While at Atlantic Richfield and Goodyear (Celeron Division), he designed and implemented a telecommunication and data network for a 1,700-mile pipeline. Mr. Paulous designed and set-up Dell Computer's first telemarketing ACD operations and satellite communications to Dell's Ireland manufacturing location. At Dell, Mr. Paulous grew the operations of the telemarketing and customer service from 24 workstations to over 400. At Blockbuster Video, he was responsible for all the store communications and the corporate PBX. While at Blockbuster, Mr. Paulous grew the store systems from 100 stores to 3,000 stores. Mr. Paulous has been involved with setting up many other call centers and reversions systems for the hotel and travel industry.

**MARISELA RIVERA** serves as the Company's Director of Customer Operations and Service Delivery. Mrs. Rivera possesses over 15 years of telecommunications experience and has held senior management positions in the areas of design and implementation of local and long distance services, network design, cost management, regulatory and provisioning. Mrs. Rivera comes to us from Intermedia Communications where she led the implementation of Local Number Portability.

**JANET S. JULIEN** serves as the Company's Senior Telecommunications Advisor. Prior to her position at Maxcess, Mrs. Julien worked at BellSouth where she gained 32 years of extensive telecommunications experience in both business and consumer markets. During her 32 year career at BellSouth, Mrs. Julien developed national marketing strategy for voice and data application delivery to a wide variety of customers including Brevard, Seminole, Volusia and Orange County Schools and Government, Universal Studios, Portofino Hotel, SunTrust Banks, and Orlando Magic. Also



at BellSouth, Mrs. Julien managed the Competitive Local Exchange Carrier Department to provide Alternate local carrier solutions for business and consumer customers. Mrs. Julien also acted as liaison for BellSouth and their major accounts customers. At BellSouth, Mrs. Julien designed and implemented corporate-wide training programs for customer service associates. At BellSouth, Mrs. Julien also developed customized product sets for deployment to the small business market at BellSouth. While at BellSouth, Mrs. Julien also managed and maintained ordering, purchasing, and deployment systems for telecommunications hardware and installations for the consumer customer base.

**TRACY HATCH** serves as the Company's Director of Law and Government Affairs. Prior to joining Maxcess, Mr. Hatch was employed for four years as a Senior Attorney at AT&T, where he was the lead regulatory attorney supporting AT&T's entry into the Florida local telecommunications market. At AT&T, Mr. Hatch's regulatory activities included: arbitrating network interconnection agreements with BellSouth Telecommunications and GTE Florida; prosecuting complaints and other proceedings to open local telecommunications markets more fully to competition; pursuing enforcement proceedings to require ILECs to abide by the terms of their interconnection agreements; and opposing BellSouth's application for InterLATA long distance authority pursuant to Section 271 of the Telecom Act. Mr. Hatch also provided technical analysis and advice to support AT&T's legislative activities. For the eleven years prior to joining AT&T, Mr. Hatch was a telecommunications attorney at the Florida Public Service Commission. For his last eight years at the Commission, he served as Chief of the Bureau of Communications in the Division of Legal Services. In this capacity, Mr. Hatch was responsible for the legal aspects of all telecommunications issues coming before the Commission. His Public Service Commission experience encompassed all regulatory legal issues associated with the introduction and oversight of competition in the interexchange, pay telephone, access, shared tenant, and local exchange markets. His telecommunications experience totals 15 years.

**CHARLES W. MURPHY** serves as the Company's Senior Attorney for Law and Government Affairs. Mr. Murphy is an honor graduate of the Florida State University College of Law where he was an associate editor of the Law Review. Mr. Murphy is a former senior attorney in the Legal Division, Communications Bureau of the Florida Public Service Commission. In private practice, he represented Time Warner Communications, Digital Media Partners, Hyperion Telecommunications, and other telecommunications companies in

matters before the Florida Public Service Commission. Immediately before accepting a position with Maxcess, Mr. Murphy was a senior attorney with the Florida House of Representatives Committee on Utilities and Communications where he drafted legislation, reviewed legislation, and provided legal and policy counsel under three administrations. His telecommunications experience totals ten years.

**DORIS M. FRANKLIN** serves as the Company's Manager of Regulatory Activities. Prior to joining Maxcess, Ms. Franklin the regulatory manger for Supra Telecommunications and Information Systems, Inc. Prior to Supra, Ms. Franklin enjoyed fourteen years of management experience in the field of telecommunications regulation with AT&T. She possesses expertise in regulatory advocacy, case management, tariff analysis, and external customer contact. She also has extensive knowledge of the history of the telecommunications industry and FCC and state rulings. Additionally, she has experience as a litigation paralegal with a major international law firm, Holland & Knight. She has extensive expertise in the organization and analysis of discovery documents and the preparation and maintenance of trial exhibits. Ms. Franklin has 16 years of telecommunications experience.

**ANN HINSON SHELFER** serves as the Company's Tariff Manager. Prior to joining Maxcess, she served as Vice President-Public Policy Advocate for Supra Telecommunications and Information Systems, Inc. There she was responsible for the creation and filing of tariffs. She has expertise in matters relating to collocation and interconnection agreements, billing requirements and complaint resolution. She gained valuable experience during her tenure at the Florida Public Service Commission where she held positions as Regulatory Analyst Supervisor; Regulatory Analyst and Statistician. Ms. Shelfer currently serves on the Board of the Florida Telecommunications Relay, Inc., which oversees the deaf relay system in Florida. Ms Shelfer has 25 years of telecommunications experience.

**JOHN H. BEARD** serves as Vice President of Alternate Channel Sales for the Company. Mr. Beard has developed a national reputation in the telecommunication industry as a sales expert in converging technologies for voice and data. His industry background in sales includes the National Accounts segment of MCI Communications, agent hospitality sales at USLEC, and converged products sales with Qwest Communications International. At Qwest, a cutting-edge communications leader, Mr. Beard excelled to become nationally recognized and named to the corporate Internet SWAT initiative, a marketing campaign aimed at increasing Qwest differentiators to

Service Providers across the United States. His knowledge base and sales expertise in all phases of the telecommunications business market, including, Local, Long Distance, and a wide array of Data products has convinced Mr. Beard that the Company's product offering and business solutions are the great sleeping giant for the business and residential converged services market. Mr. Beard holds a BS in the College of Communications from Middle Tennessee State University with a major in Advertising. His sales background spans 16 years with MCI, USLE, and Qwest. Mr. Beard has a unique blend of skills in the technical, marketing, and sales areas of communications and has developed a loyal customer base of major accounts.

**CADESMAN POPE, III**, serves as Vice President of Direct Sales for the Company. Mr. Pope comes to the Company from Qwest Communications International where he was responsible for growing sales and managing Major Regional Account Executives. He has extensive background in IP, ATM, Frame, and other Data products including E-commerce and Web Hosting solutions. Some of the major national accounts he acquired while in the position were Winn Dixie and Nemours Children's Hospital, among other national accounts. He has experience in the telecommunications field working for MCI Communications and USLEC where he was involved in selling Internet, IP, Data, Long Distance, and the full array of Local services. He helped establish and open the first CLEC local switch in Orlando with MCI from a sales perspective. Mr. Pope began his sales career in data marketing that includes such companies as Telematch, ADP, and Donnelly Directory. He holds a BS in Business Administration from Longwood College. He has assembled many successful direct sales teams over his sales career spanning 15 years.

EXHIBIT F FINANCIAL INFORMATION

EXHIBIT G CAPITAL EXPENDITURES BUDGET (3 YEAR)

EXHIBIT H SURETY BOND

**EXHIBIT I    SMALL AND MINORITY-OWNED TELECOMMUNICATIONS  
BUSINESS PARTICIPATION PLAN**

SMALL AND MINORITY-OWNED TELECOMMUNICATIONS  
BUSINESS PARTICIPATION PLAN.



Pursuant to T.C.A. §65-5-212, as amended, Maxcess, Inc. ("Maxcess") submits this small and minority-owned Telecommunications business participation plan (the "Plan") along with its Application for a Certificate of Public Convenience and Necessity to provide competing intrastate and local exchange services in Tennessee.

## I. PURPOSE

The purpose of §65-5-212 is to provide opportunities for small and minority-owned businesses to provide goods and services to Telecommunications service providers. The Company is committed to the goals of §65-5-212 and to taking steps to support the participation of small and minority-owned Telecommunications businesses in the Telecommunications industry. The Company will endeavor to provide opportunities for small and minority-owned Telecommunications businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, the Company will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to the Company of such opportunities. The Company's representatives have already contacted the Department of Economic and Community Development, the administrator of the small and minority-owned Telecommunications assistance program, to obtain a list of qualified vendors. Moreover, the Company will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

## II. DEFINITIONS

As defined in §65-5-212.

**Minority-Owned Business.** Minority-owned business shall mean a business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000).

**Small Business.** Small Business shall mean a business with annual gross receipts of less than four million dollars (\$4,000,000).

## III. ADMINISTRATION

The Company's Plan will be overseen and administered by the individual named below, hereinafter referred to as the Administrator, who will be responsible for carrying out and promoting the Company's full efforts to provide equal opportunities for small and minority-owned businesses. The Administrator of the Plan will be:

Wayne Scott  
Maxcess, Inc.  
100 West Lucerne Circle, Suite 500  
Orlando, Florida 32801  
Telephone: (407) 513-7733  
Facsimile: (407) 513-7741

The Administrator's responsibilities will include:

- (1) Maintaining an updated Plan in full compliance with §65-5-212 and the rules and orders of the Tennessee Regulatory Authority.
- (2) Establishing and developing policies and procedures necessary for the successful implementation of the Plan.
- (3) Preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates.
- (4) Serving as the primary liaison to and cooperate with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority-owned businesses to locate and use qualified small and minority-owned businesses as defined in §65-5-2 12.
- (5) Searching for and developing opportunities to use small and minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts.
- (6) Providing records and reports and cooperate in any authorized surveys as required by the Tennessee Regulatory Authority.
- (7) Establishing a record-keeping system to track qualified small and minority-owned businesses and efforts to use such businesses.
- (8) Providing information and educational activities to persons within the Company and training such persons to seek out, encourage, and promote the use of small and minority- owned businesses.

In performance of these duties, the Administrator will utilize a number of resources, including:

Chambers of Commerce  
The Tennessee Department of Economic and Community Development  
The United States Department of Commerce  
    Small Business Administration  
    Office of Minority Business  
The National Minority Supplier Development Counsel  
The National Association of Women Business Owners  
The National Association of Minority Contractors  
Historically Black Colleges, Universities, and Minority Institutions

The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above.

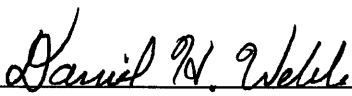
Additional efforts to provide opportunities to small and minority-owned businesses will include offering, where appropriate and feasible, small and minority-owned businesses assistance with technical, insurance, bonding, licensing, production, and deadline requirements.

#### IV. RECORDS AND COMPLIANCE REPORTS

The Company will maintain records of qualified small and minority- owned business and efforts to use the goods and services of such businesses. In addition, the Company will maintain records of educational and training activities conducted or attended and of the internal procurement procedures adopted to support this plan.

The Company will submit records and reports required by the Tennessee Regulatory Authority concerning the Plan. Moreover, the Company will cooperate fully with any surveys and studies required by the Tennessee Regulatory Authority.

Maxcess, Inc.

By:   
Daniel H. Webb  
Chief Technology Officer

Dated: August 15, 2000

EXHIBIT J TOLL DIALING PARITY PLAN

## TOLL DIALING PARITY PLAN

### I. Purpose

The intent of this Plan is to provide a proposal that, upon implementation, would provide customers the ability to select the telecommunications carrier of their choice for routing their intraLATA toll calls.

### II. Carrier Selection Procedures:

Maxcess will implement the full 2-PIC (Primary Interexchange Carrier) carrier selection methodology. With the full 2-PIC methodology, customers will be able to presubscribe to one telecommunications carrier for interLATA toll calls and presubscribe to the same or a different participating telecommunications carrier, including their existing local exchange company, for all intraLATA toll calls. Orders for changes will be accepted and processed beginning on the implementation date.

Maxcess employees who communicate with the public, accept customer orders, and serve in customer service capacities will be trained to explain the process to customers for making PIC changes for intraLATA toll calls. Business Office personnel will be prepared to make changes in customer records based upon requests from customers or carriers and direct customers to their chosen intraLATA carriers. Processes will be in place to provide new customers with an opportunity to choose their intraLATA toll carrier from a list of available carriers.

#### New Customers:

Customers who contact Maxcess requesting new telephone exchange service will be provided a list of telecommunications carriers available to provide interLATA toll service. Upon implementation of intraLATA toll presubscription, the customer will be provided a second list of carriers, including Maxcess, that provide intraLATA toll service in their exchange. The list of intraLATA toll carriers will be presented in a competitively neutral manner. Customers who do not make a positive choice for an intraLATA toll carrier will be identified within Maxcess's system as a "no-PIC" and will not be automatically defaulted to a carrier. Customers identified as "no-PIC" within Maxcess's systems will be required to dial 101XXXX to place intraLATA toll calls until they make an affirmative choice for an intraLATA toll carrier.

### III. Customer Education/Notification:

Customers will receive information explaining their opportunity to select an intraLATA carrier a minimum of 30 days in advance of the offering of intraLATA toll dialing parity via a bill message. In addition, during the 30 days following implementation of intraLATA Dialing Party, customers will receive a bill insert also explaining their opportunity to select an intraLATA carrier. Maxcess anticipates that promotional strategies by carriers will contribute to customer awareness of intraLATA toll dialing parity. Customer telephone directories will be updated as new editions are published to reflect the opportunity for customers to choose an intraLATA toll carrier.

### IV. Carrier Notification:

Current interexchange carriers will be notified of Maxcess's intraLATA toll dialing parity implementation via letter approximately 90 days in advance of the proposed implementation date. Carriers should provide a list of exchanges in which they plan to offer intraLATA toll service at least 60 days in advance of Maxcess's implementation date. Maxcess needs notification in advance to include the carrier on the list of participating carriers in each Maxcess exchange. Certified carriers who enter the market after implementation will be added to the list of participating carriers within 30 days of notifying Maxcess.

Maxcess will provide subscriber listing information to carriers in "readily accessible" tape or electronic formats in a timely manner as requested through the processes that currently exist for the interLATA market. The process includes subscriber listing updates to carriers for new customers who choose that carrier or of existing customers of a carrier who revise their subscriber listing information. In addition, carriers can obtain complete subscriber listings in several formats. The provision of this information is in compliance with FCC Order No. 96-333, Paragraph 389.

Maxcess will comply with Part 51, Sections, 305, 307, 325, 327, 329, 331, 333 and 335 of the FCC Order in providing the required information and notice to the public of network changes. Maxcess plans to file a public notice with the FCC, with possible migration of the notice to the Internet process as described in Section 329. The notice will include network information as outlined in Section 327. The notice will be provided within the timeframes described in Sections 331-333.



EXHIBIT K: INCUMBENT LOCAL EXCHANGE SERVICE  
PROVIDERS CERTIFICATED IN TENNESSEE  
(FACILITIES-BASED)

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- 1) ARDMORE TELEPHONE COMPANY, INC.  
P.O. Box 549  
517 Ardmore Avenue  
Ardmore, TN 38449  
(205) 423-2131  
(205) 423-2208 (Fax)
- 2) BELLSOUTH  
333 Commerce Street  
Nashville, TN 37201-3300  
(615) 214-3800  
(615) 214-8820 (Fax)
- 3) CENTURY TELEPHONE OF ADAMSVILLE  
P.O. Box 405  
116 N. Oak Street  
Adamsville, TN 38310  
(901) 632-3311  
(901) 632-0232 (Fax)
- 4) CENTURY TELEPHONE OF CLAIBORNE  
P.O. Box 100  
507 Main Street  
New Tazewell, TN 37825  
(423) 626-4242  
(423) 626-5224 (Fax)
- 5) CENTURY TELEPHONE OF OOLTEWAH-COLLEGEDALE, INC.  
P.O. Box 782  
5616 Main Street  
Ooltewah, TN 37363  
(423) 238-4102  
(423) 238-5699 (Fax)
- 6) CITIZENS COMMUNICATIONS COMPANY OF TENNESSEE  
P.O. Box 770

300 Bland Street  
Bluefield, WV 24701

INCUMBENT LOCAL EXCHANGE SERVICE PROVIDERS  
CERTIFICATED IN TENNESSEE  
(FACILITIES-BASED)

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- 7)     CITIZENS COMMUNICATIONS COMPANY OF THE VOLUNTEER STATE  
P.O. Box 770  
300 Bland Street  
Bluefield, WV 24701
  
- 8)     LORETTO TELEPHONE COMPANY, INC.  
P.O. Box 130  
Loretto, TN 38469  
(931) 853-4351  
(931) 853-4329 (Fax)
  
- 9)     MLLLINGTON TELEPHONE COMPANY, INC.  
P.O. Box 429  
4880 Navy Road  
Millington, TN 38083-0429  
(901) 872-3311  
(901) 873-0022 (Fax)
  
- 10)    SPRINT-UNITED  
112 Sixth Street  
Bristol, TN 37620  
(423) 968-8161  
(423) 968-3148 (Fax)
  
- 11)    TDS TELECOM-CONCORD TELEPHONE EXCHANGE, INC.  
P.O. Box 22610  
701 Concord Road  
Knoxville, TN 37933-0610  
(423) 966-5828  
(423) 966-9000 (Fax)
  
- 12)    TDS TELECOM-HUMPHREYS COUNTY TELEPHONE COMPANY  
P.O. Box 552  
203 Long Street  
New Johnsonville, TN 37134-0552  
(931) 535-2200  
(931) 535-3309 (Fax)

INCUMBENT LOCAL EXCHANGE SERVICE PROVIDERS  
CERTIFICATED IN TENNESSEE  
(FACILITIES-BASED)

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- 13) TDS TELECOM-TELLICO TELEPHONE COMPANY, INC.  
P.O. Box 9  
102 Spence Street  
Tellico Plains, TN 37385-0009  
(423) 671-4600  
(423) 253-7080 (Fax)
- 14) TDS TELECOM-TENNESSEE TELEPHONE COMPANY  
P.O. Box 18139  
Knoxville, TN 37928-2 139  
(423) 922-3535  
(423) 922-9515 (Fax)
- 15) TEC-CROCKETT TELEPHONE COMPANY, INC.  
P.O. Box 7  
Friendship, TN 38034  
(901) 677-8181
- 16) TEC-PEOPLE'S TELEPHONE COMPANY, INC.  
P.O. Box 310  
Erin, TN 37061  
(931) 289-4221  
(931) 289-4220 (Fax)
- 17) TEC-WEST TENNESSEE TELEPHONE COMPANY, INC.  
P.O. Box 10  
244 E. Main Street  
Bradford, TN 38316  
(901) 742-2211  
(901) 742-2212 (Fax)
- 18) UNITED TELEPHONE COMPANY  
P.O. Box 38  
120 Taylor Street  
Chapel Hill, TN 37034

(931) 364-2289

(931) 364-7202 (Fax)

## EXHIBIT L NUMBERING ISSUES STATEMENT

1. What is your company's expected demand for NXXs per NPA within a year of approval of your application?

We estimate 3 10,000 block NXX per NPA within the first year. This is an estimate Based on experience in other areas of the country.

2. How many NXXs do you estimate that you will request from NANPA when you establish your service footprint?

Three 10,000 block initially.

3. When and in what NPA do you expect to establish your service footprint?

We will begin with NPAs 901, 615 and 865.

4. Will the company sequentially assign telephone numbers within NXXs?

Yes, our processes automatically assign sequential numbers; however, we try to honor requests from our customers for an specific assignment.

5. What measures does the company intend to take to conserve Tennessee numbering resources?

We request NXXs only when we see a need and to expand our network deployment. We manage these resources carefully by constantly analyzing and forecasting our growth.

6. When ordering new NXXs for growth, what percentage fill of an existing NXX does the company use to determine when a request for a new NXX will be initiated?

We order new NXXs when 80 percent of the existing block is exhausted. This is to allow time for us to meet our network circuit provisioning and to allow our AOCN to Update BRIDS and RDBS records within the 45 days industry standard.

#### EXHIBIT M: TENNESSEE SPECIFIC OPERATING ISSUES

1. Our current billing system will allow us to bill the calling plan in compliance with TCA Section 65-21-114.
2. At this time, the company is not aware of the Tennessee County Wide Calling database maintained by BellSouth and the procedures to enter your telephone numbers on the database. The company intends to address all interconnection requirements and procedures with BellSouth during the negotiation process and prior to the provision of local exchange service.
3. The company initially intends to provide service in Nashville. It is the Company's usual practice to mirror the calling pattern on the incumbent LEC; therefore, this is how the company will provide metro area toll-free calling around Memphis, Nashville, Knoxville and Chattanooga.

4. At this time, the company is not aware of the MAC database maintained by BellSouth and the procedures to enter your telephone number on the database. The company intends to address all interconnection requirements and procedures with BellSouth during the negotiation process and prior to the provision of local exchange service.
5. Employee responsible to work with the TRA on resolving customer complaints:  
Regulatory contact: Doris Franklin, Regulatory Manager  
850-513-1019  
  
Customer Service contact: Marisela Rivera, Customer Service Manager  
877-553-7700
6. The company intends to use telesales by its own employees. The company is aware of the telemarketing statutes and limitations found in TCA Section 65-4-401 and Chapter 1220-4-11 and will make every effort to comply with these regulations.



**EXHIBIT N SWORN PRE-FILED TESTIMONY**

**BEFORE THE TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE**

IN THE MATTER OF THE APPLICATION  
OF MAXCESS, INC. FOR A CERTIFICATE  
TO PROVIDE COMPETING LOCAL AND  
INTEREXCHANGE TELECOMMUNICATION  
SERVICES.

**PRE-FILED TESTIMONY OF DANIEL H. WEBB**

I, Daniel H. Webb, do hereby testify as follows in support of the application of Maxcess, Inc. (Maxcess) for a Certificate of convenience and necessity as a competing telecommunications services provider to provide resold and facilities-based local exchange and interexchange telecommunication services throughout the State of Tennessee.

Q: Please state your full name, business address, and position.

A: Daniel H. Webb, Chief Technology Officer, 100 West Lucerne Circle, Suite 500  
Orlando, Florida 32801

Q: Please briefly describe your duties.

A: I am responsible for the technical operations of the company.

Q: Please describe your business experience and educational background.

A: Please see Exhibit E to the company's application.

Q: Are all statements in Maxcess's true and correct to the best of your knowledge, information and belief?

A: Yes

Q: Please describe the current corporate structure of Maxcess.

A: Maxcess, Inc. is a Florida corporation with no affiliates.

Q: Does Maxcess possess the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority?

A: Yes.

Q: Please describe Maxcess's financial qualifications.

In support of its financial qualifications, Maxcess, Inc. submitted its unaudited Financial Statements for the year ended December 31, 2000, and the three (3) months ended March 30, 2000, including Balance Sheets, Statement of Operations, Statements of Changes, and Statements of Cash Flows in Exhibit F, to its application. The Company is still in start up phase; however, it has over \$500,000 in cash and cash equivalents as of March 30, 2000, and has a number of financing vehicles in place to ensure adequate liquidity in meeting its anticipated funding needs. Exhibit F summarizes the recent financial performance of the Company. Also included in Exhibit F are pro forma financial statements for the first 5 years of operation. Thus, the Company asserts that it has the financial resources necessary to operate as a competitive local service provider in Tennessee.

Q: Please describe Maxcess's managerial and technical qualifications.

A: Please see Exhibit E to its application.

Q: What services will Maxcess offer?

A: The Company expects to offer a broad variety of local exchange and interexchange services, primarily to business customers in Tennessee. The Company's initial line of local services will be comparable to that currently offered by the incumbent LECS. Initially the Company plans to offer basic access line service, PBX and DID Services, Optional Calling Features, Directory

Assistance, Directory Services, and Operator Services, as well as all services required under Chapter 1220-4-8-.04 (3) (6) and (2). The company also intends to provide interexchange services, including the following:

(switched and dedicated services):

- A. 1+ and 101XXXX outbound dialing;
- B. 800/888 toll-free inbound dialing;
- C. Calling cards; and
- D. Data Services.

Q: Will Maxcess offer service to all consumers within its service area?

A: Yes.

Q: Does Maxcess plan to offer local exchange telecommunications services in areas served by any incumbent local exchange telephone company with fewer than 100,000 total access lines?

A: No, not initially.

Q: Will the granting of a certificate of convenience and necessity to Maxcess serve the public interest?

A: Yes.

Q: Does Maxcess intend to comply with all TRA rules, statues, and orders pertaining to the provision of telecommunications services in Tennessee, including those for disconnection and reconnection of service?

A: Yes.

Q: Has any state ever denied Maxcess or one of its affiliates authorization to provide intrastate service?

A: No.

Q: Has any state ever revoked the certification of Maxcess or one of its affiliates?

A: No.

Q: Has Maxcess or one of its affiliates ever been investigated or sanctioned by any regulatory authority for service or billing irregularities?

A: No.

Q: Who is knowledgeable about Maxcess's operations and will serve as Maxcess's regulatory and customer service contact?

A:

Doris Franklin, Regulatory Manager  
Maxcess, Inc.  
315 S. Calhoun Street, Suite 314  
Tallahassee, Florida 32301  
Telephone: (850) 513-1019  
Facsimile: (850) 513-1022

Q: Please explain in detail Maxcess's proposed procedures for responding to information requests from the TRA and its staff.

A: All initial information requests from the TRA and its staff will be directed to Doris Franklin, Regulatory Manager. The company will attempt to answer all such requests within 48 business hours. The company's in house regulatory staff, which includes two attorneys, will respond to all requests, unless technically related, then will be referred to the company's engineers.

Q: Does this conclude your testimony?

A: Yes.

I swear that the foregoing testimony is true and correct to the best of my knowledge.

Daniel H. Webb

Daniel H. Webb  
Chief Technology Officer  
Maxcess, Inc.

Subscribed and sworn to me this 18<sup>th</sup> day of August, 2000.

Notary Public

Linda Updike

State of Florida

County of Orange

My commission expires Jan. 1, 2002

